TABLE

EASTERN and PACIFIC

Monday through Friday

Sign-on to 11:00 AM	7%
11:00 AM to 5:00 PM	10.9%
5:00 PM to 6:00 PM	15%
6:00 PM to 11:00 PM	30%
11:00 PM to Sign-off	15%

Saturday

Sign-on to 9:00 AM	5%
9:00 AM to 2:00 PM	6%
2:00 PM to 6:00 PM	15%
6:00 PM to 11:00 PM	30%
11:00 PM to Sign-off	15%

Sunday

Sign-on to 9:00 AM	5%
9:00 AM to 2:00 PM	6%
2:00 PM to 6:00 PM	15%
6:00 PM to 11:00 PM	30%
11:00 PM to Sign-off	15%

All times in this paragraph are expressed in terms of your station's then current local time.

For each network sponsored program or portion thereof, except those specified in paragraph (b) hereof, which is broadcast by your station during a time period other than the live time period therefor, we will pay you as if your station had broadcast such program or portion thereof during such live time period, except that:

(i) if the percentage set forth above opposite the time period during which your station broadcast such program or portion thereof is less than that set forth opposite such live time period, then we will pay you on the basis of the time period during which your station broadcast such program or portion thereof.

(b) Payment For Other Programs

We will establish such compensation arrangements as we and you shall agree upon prior to the expiration of the applicable periods of time for program acceptance, as set forth in Section I.C. of this affiliation agreement, for all network sponsored programs broadcast by your station consisting of:

(i) Sports programs;

(ii) special events programs (including, but not limited to, special news programs, awards programs, entertainment specials and miniseries);

(iii) programs for which we specified a live time period, which time period straddles any of the time period categories in the table in paragraph (a) above; and

(iv) any other programs which we may designate from time to time.

(c) Deductions

(i) From the amounts we are to pay you for station compensation hereunder, we shall throughout the term of this affiliation agreement deduct during each accounting period a sum equal to 168% of your station's network rate for each week of said period.

(ii) We will deduct a sum equal to the total of whatever fees, if any, may have mutually been agreed upon by you and us with respect to local cooperative commercial announcements broadcast during the applicable accounting period for which your station is being compensated.

SCHEDULE B

COMPENSATION FOR CUT-IN AND LOCAL TAG ANNOUNCEMENT(S)

A. CUT-IN ANNOUNCEMENTS

I. With respect to programs broadcast by you during the time period(s) specified by us in our initial offer for such programs.

For each local cut-in announcement you broadcast within a program, which program is broadcast during the time period(s) specified by us in our initial offer for such program, we will pay you the amount resulting from multiplying your network station rate (set forth in Section II of the agreement) by the percentage for cut-in announcement(s) set forth in the applicable Table in Section C below opposite such applicable time period.

II. With respect to programs broadcast by you during time period(s) other than that specified by us in our initial offer of such programs.

For each local cut-in announcement you broadcast within a program, which program is broadcast by you during a time period other than that specified by us in our initial offer of such program, we will pay you an amount as set forth in Section A.I. above, except that:

(i) if the percentage set forth in the applicable Table in Section C below for cut-in announcement(s) opposite the time period during which your station actually broadcast the program in which you broadcast or originated such cut-in announcement(s) is less than that set forth opposite the applicable time period specified in our initial offer of such program, then we will pay you for each cut-in announcement(s) on the basis of the time period during which your station actually broadcast such program.

III. <u>With respect to programs broadcast by you in a time period which straddles any of the time period categories set forth in the applicable Table in Section C below.</u>

In the event that we offer you a program for broadcast in a time period which straddles any of the time period categories set forth in the applicable Table in Section C below, and you broadcast such program within which you also broadcast or originate one or more cut-in announcement(s), we will pay you such amounts as we and you shall have agreed upon prior to your broadcast or origination of such cut-in announcement(s).

B. <u>LOCAL TAG ANNOUNCEMENTS</u>

I. <u>With respect to programs broadcast by you during the time period(s) specified by us in our initial offer for such programs.</u>

For each local tag announcement you broadcast within a program, which program is broadcast during the time period(s) specified by us in our initial offer for such program, we will pay you the amount resulting from multiplying your network station rate (set forth in Section II of the agreement) by the percentage for each local tag announcement set forth in the applicable Table in Section C below opposite such applicable time period.

II. <u>With respect to programs broadcast by you during time period(s) other than that specified by us in our initial offer of such programs.</u>

For each local tag announcement you broadcast within a program, which program is broadcast by you during a time period other than that specified by us in our initial offer of such program, we will pay you an amount as set forth in Section B.I. above, except that:

(i) if the percentage set forth in the applicable Table in Section C below for each local tag announcement opposite the time period during which your station actually broadcast the program in which you broadcast such local tag announcement is less than that set forth opposite the applicable time period specified in our initial offer of such program, then we will pay you for each local tag announcement on the basis of the time period during which your station actually broadcast such program.

III. <u>With respect to programs broadcast by you in a time period which straddles any of the time period categories set forth in the applicable Table in Section C below.</u>

In the event that we offer you a program for broadcast in a time period which straddles any of the time period categories set forth in the applicable Table in Section C below, and you broadcast such program within which you also broadcast one or more local tag announcement(s), we will pay you such amounts as we and you shall have agreed upon prior to your broadcast of such local tag announcement(s).

[illegible] COMPENSATION TABLE FOR CUT-IN OR LOCAL TAG ANNOUNCEMENTS

EASTERN and PACIFIC

Cut-In Announcements

Monday through Sunday	–	6:00 PM to 11:00 PM	– 18.75%
		All other times	– 7.50%

Local Tag Announcements

Monday through Sunday	–	6:00 PM to 11:00 PM	– 9.38%
		All other times	– 3.75%

All times in this paragraph are expressed in terms of your station's then current local time.

EXHIBIT 11

DISTRIBUTION OF TELEVISION HOUSEHOLDS BY MARKET

RANK	DMA	TVHH	GROSS REVENUE[1]
1	New York, NY	6,716,000	1,232.2M
2	Los Angeles, CA	4,936,000	1,257.0M
3.	Chicago	3,102,000	762.0M
4	Philadelphia	2,682,000	474.0M
5	San Francisco-Oakland-San Jose, CA	2,250,000	535.8M
6	Boston	2,105,000	483.0M
7	Washington, D.C.	1,876,000	400.00M
8	Dallas-Fort Worth, TX	1,821,000	423.0M
9	Detroit	1,748,000	290.1M
10	Atlanta	1,567,000	312.0M
11	Houston	1,562,000	349.8M
12	Seattle-Tacoma, WA	1,469,000	263.2M
13	Cleveland, OH	1,460,000	207.0M
14	Minneapolis, St. Paul, MN	1,411,000	232.0M
15	Tampa-St. Petersburg-Sarasota, FL	1,390,000	222.2M
16	Miami-Ft. Lauderdale, FL	1,309,000	369.0M
17	Pittsburgh	1,151,000	175.1M
18	Denver	1,142,000	209.1M
19	Phoenix, AZ	1,133,000	210.0M
20	St. Louis	1,120,000	180.0M

[1] Gross Revenue figures are reported in Millions of Dollars.

RANK	DMA	TVHH	GROSS REVENUE
21	Sacramento-Stockton-Modesto, CA	1,109,000	181.0M
22	Orlando-Daytona Beach-Melbourne, FL	683,000	177.3M
23	Baltimore	979,000	168.4M
24	Indianapolis	626,000	145.4M
25	Portland, OR	920,000	133.6M
26	Hartford-New Haven, CT	917,000	145.1M
27	San Diego	915,000	213.5M
28	Charlotte, NC	794,000	120.6M
29	Milwaukee, WI	789,000	128.0M
30	Cincinnati	782,000	121.7M
31	Kansas City, MO	781,000	135.5M
32	Raleigh-Durham, NC	763,000	92.7M
33	Nashville	749,000	114.6M
34	Columbus, OH	722,000	138.5M
35	Greenville-Spartanburg, SC - Asheville-Anderson, NC	672,000	75.6M
36	Buffalo, NY	639,000	98.1M
37	Salt Lake City, UT	638,000	118.3M
38	Grand Rapids-Kalamazoo-Battle Creek, MI	634,000	76.3M
39	San Antonio, TX	628,000	123.4M
40	Norfolk-Portsmouth-Newport News, VA	620,000	73.6M
41	New Orleans	615,000	95.0M

RANK	DMA	TVHH	GROSS REVENUE
42	Memphis	606,000	78.2M
43	Oklahoma City	578,000	89.5M
44	Harrisburg-Lancaster-Lebanon-York, PA	578,000	69.7M
45	West Palm Beach-Ft. Pierce, FL	571,000	87.6M
46	Providence, RI- New Bedford, MA	567,000	67.5M
47	Wilkes Barre-Scranton, PA	555,000	39.5M
48	Greensboro-High Point-Winston Salem, NC	548,000	61.0M
49	Albuquerque-Santa Fe	541,000	69.3M
50	Louisville, KY	539,000	80.7M
51	Birmingham	530,000	75.0M
52	Albany-Schenectady-Troy	514,000	71.7M
53	Dayton	513,000	75.0M
54	Richmond-Petersburg	494,000	63.7M
55	Jacksonville	488,000	75.1M
56	Charleston-Huntington, WV	479,000	42.5M
57	Fresno-Visalia	478,000	56.9M
58	Little Rock-Pine Bluff	472,000	57.5M
59	Tulsa	463,000	59.7M
60	Flint-Saginaw-Bay City	452,000	48.0M
61	Mobile-Pensacola	433,000	54.5M
62	Wichita-Hutchinson	426,000	51.4M

RANK	DMA	TVHH	GROSS REVENUE
63	Knoxville	418,000	54.6M
64	Toledo	411,000	53.3M
65	Austin, TX	398,000	66.4M
66	Roanoke-Lynchburg	390,000	40.4M
67	Syracuse	388,000	43.0M
68	Lexington	384,000	43.5M
69	Honolulu	380,000	71.8M
70	Green Bay-Appleton	369,000	46.7M
71	Rochester, NY	369,000	61.0M
72	Las Vegas	368,000	79.0M
73	Des Moines-Ames	365,000	40.7M
74	Omaha	361,000	56.2M
75	Spokane	353,000	44.4M
76	Shreveport	353,000	33.5M
77	Paducah-Cape Girardeau-Harrisburg-Mt Vernon	347,000	28.6M
78	Champaign-Springfield-Decatur	346,000	28.1M
79	Portland-Auburn	343,000	38.6M
80	Springfield, MO	338,000	26.6M
81	Tucson	334,000	52.6M
82	Chattanooga	318,000	37.0M
83	Huntsville-Decatur-Florence	304,000	33.3M

RANK	DMA	TVHH	GROSS REVENUE
84	Cedar Rapids-Waterloo Dubuque	303,000	34.7M
85	Madison	303,000	34.6M
86	South Bend-Elkhart	302,000	24.8M
87	Columbia, SC	302,000	31.0M
88	Davenport-Rock Island-Moline	300,000	31.0M
89	Ft. Myers-Naples	299,000	43.4M
90	Jackson, MS	291,000	31.4M
91	Johnstown, MS	286,000	24.6M
92	Burlington-Plattsburgh	284,000	33.9M
93	Tri-Cities, TV-VA	281,000	23.8M
94	Youngstown	277,000	27.3M
95	Evansville	275,000	30.1M
96	Baton Rouge	261,000	37.2M
97	Colorado Springs-Pueblo	259,000	33.6M
98	Waco-Temple-Bryan	252,000	22.5M
99	Springfield-Holyoke	249,000	21.6M
100	El Paso	249,000	34.0M
101	Lincoln-Hastings-Kearney	248,000	19.5M
102	Savannah	246,000	24.8M
103	Greenville-New Bern-Washington	246,000	22.3M
104	Ft. Wayne	241,000	27.8M

RANK	DMA	TVHH	GROSS REVENUE
105	Charleston, SC	234,000	32.2M
106	Lansing	231,000	31.0M
107	Sioux Falls-Mitchell	223,000	23.6M
108	Augusta	219,000	2.8M
109	Fargo-Valley City	217,000	18.0M
110	Tyler-Longview	217,000	21.8M
111	Montgomery	215,000	22.8M
112	Santa Barbara-Santa Maria-San Luis Obispo	211,000	20.5M
113	Harlingen-Weslaco-McAllen-Brownsville	211,000	21.8M
114	Peoria-Bloomington	210,000	27.5M
115	Monterey-Salinas	207,000	46.6M
116	Tallahassee-Thomasville	206,000	18.9M
117	Eugene	205,000	24.5M
118	Ft. Smith	201,000	18.1M
119	Traverse City-Cadillac	200,000	17.1M
120	Lafayette, LA	197,000	22.3M
121	Reno	192,000	27.2M
122	Columbus	186,000	21.8M
123	Yakima-Pasco-Richland Kennewick	185,000	17.6M
124	Macon	182,000	19.8M

RANK	DMA	TVHH	GROSS REVENUE
125	Boise	177,000	24.6M
126	Chico-Redding	175,000	13.8M
127	Florence-Myrtle Beach	173,000	15.5M
128	Corpus Christi	173,000	21.7M
129	Bakersfield	171,000	21.3M
130	Amarillo	170,000	18.2M
131	Wasau-Rhinelander	169,000	12.3M
132	Columbus-Tupelo-West Point	168,000	12.5M
133	Monroe-El Dorado	168,000	13.9M
134	Duluth-Superior	166,000	13.5M
135	La Crosse-Eau Claire	165,000	18.1M
136	Beaumont-Port Arthur	164,000	20.6M
137	Rockford	162,000	24.2M
138	Wheeling-Steubenville	158,000	13.3M
139	Wilmington	156,000	16.5M
140	Wichita Falls-Lawton	153,000	15.2M
141	Erie	153,000	16.4M
142	Topeka	152,000	13.5M
143	Sioux City	152,000	12.6M
144	Terre Haute	151,000	16.7M
145	Medford-Klamath Falls	145,000	12.5M

RANK	DMA	TVHH	GROSS REVENUE
146	Rochester-Mason City-Austin	142,000	13.1M
147	Joplin-Pittsburg	140,000	13.7M
148	Binghamton	137,000	14.3M
149	Columbia-Jefferson City	136,000	14.2M
150	Bluefield-Beckley-Oak Hill	136,000	N/A
151	Odessa-Midland	135,000	14.5M
152	Lubbock	135,000	20.4M
153	Minot-Bismarck-Dickinson	132,000	11.8M
154	Albany, GA	129,000	11.6M
155	Bangor, ME	125,000	12.5M
156	Anchorage	123,000	21.7M
157	Quincy-Hannibal-Keokuk	110,000	8.6M
158	Biloxi-Gulfport	109,000	N/A
159	Sherman, TX-Ada, OK	108,000	7.4M
160	Abilene-Sweetwater	107,000	11.5M
161	Panama City	106,000	8.0M
162	Clarksburg-Weston	103,000	N/A
163	Idaho Falls Pocatello	102,000	8.5M
164	Palm Springs	101,000	6.8M
165	Salisbury	100,000	N/A
166	Utica	98,000	9.4M
167	Elmira	95,000	4.4M

RANK	DMA	TVHH	GROSS REVENUE
168	Gainesville	94,000	12.8M
169	Hattiesburg-Laurel	92,000	N/A
170	Billings	90,000	9.2M
171	Watertown	88,000	N/A
172	Alexanria, LA	86,000	7.5M
173	Dothan	86,000	10.0M
174	Rapid City	86,000	7.6M
175	Marquette	85,000	N/A
176	Missoula	81,000	5.7M
177	Greenwood-Greenville	77,000	N/A
178	Yuma-El Centro	77,000	5.6M
179	Lake Charles	76,000	N/A
180	Jonesboro	72,000	N/A
181	Meridian	66,000	4.8M
182	Bowling Green	66,000	N/A
183	Great Falls	63,000	4.9M
184	Grand Junction-Montrose	61,000	N/A
185	Parkersburg	61,000	N/A
186	Jackson, TN	59,000	N/A
187	Tuscaloosa	58,000	N/A
188	Mankato	58,000	N/A
189	Eureka	57,000	5.0M

RANK	DMA	TVHH	GROSS REVENUE
190	St. Joseph	54,000	N/A
191	Butte	52,000	3.7M
192	Lafayette, IN	51,000	N/A
193	Cheyenne-Scottsbluff-Sterling	49,000	3.9M
194	Casper-Riverton	48,000	5.3M
195	San Angelo	47,000	4.6M
196	Charlottesville	45,000	N/A
197	Anniston	44,000	N/A
198	Laredo	42,000	4.8M
199	Ottumwa-Kirksville	42,000	N/A
200	Twin Falls	40,000	3.7M
201	Lima	39,000	N/A
202	Harrisonburg	39,000	N/A
203	Bend	35,000	N/A
204	Zanesville	31,000	N/A
205	Fairbanks	31,000	5.6M
206	Presque Isle	31,000	N/A
207	Victoria	27,000	N/A
208	Helena	20,000	N/A
209	Alpena	16,000	N/A
210	North Platte	15,000	N/A

211	Glendive	5,000	N/A

EXHIBIT 12

SURVEY OF FACTORS AFFECTING TELEVISION COMPETITION

Survey of

Factors Affecting Television Competition

Market Structure. The competitive market for television broadcasting bears little resemblance to the "level playing field" the Notice seeks to foster in this proceeding. Competition among television stations is hampered by severe barriers to entry created by the limited number of television channels technically available in any given market and the manner in which the Commission is required to distribute television licenses, frequencies, hours of operation and power among the several States and communities. Competition among the relatively few television stations that exist in any given market is further impeded by the considerable technical and economic differences existing between UHF and VHF television stations.

The allocation scheme for commercial television broadcasting is a historical product of the interplay among television technology, manufacturing interests, broadcast interests and government regulation.[14]. Commercial television broadcasting was first authorized by the Commission in 1941.

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[14] See "The Historical Evolution of the Commercial Network Broadcast System," New Television Networks: Entry, Jurisdiction, Ownership and Regulation Volume II (hereinafter "New Television Networks II"), Federal Communications Commission (1980) at pp. 65-91.

It began as an outgrowth of the experimental television broadcasting programs carried out by various equipment manufacturers, notably RCA, in the 1930's. The first commercial stations operated in the VHF band, which was then the only available spectrum for the service. This pre-World War II VHF band had 18 television channels. New Television Networks II at pp. 66-69. At the time further television licensing was suspended due to World War II, ten commercial television stations were in operation.

At the end of World War II, the Commission was called upon to mediate numerous demands made upon the VHF band by television, military, FM and mobile radio users. It recognized that 25 to 30 TV channels would be needed to develop a competitive nation-wide television service. However, television technology for the UHF band was not yet available. Under pressure from RCA and other television manufacturers advocating immediate rapid growth of television, the Commission adopted a compromise allocation position in November 1945. Under the compromise, commercial television was allowed to develop on thirteen channels in the VHF band with the understanding that it would eventually move entirely into the UHF band. Television Networks II at pp. 69-71. In the ensuing three years the Commission authorized an additional 113 television stations. On September 20, 1948, with 303 television applications pending, the Commission issued a freeze on television authorizations that would last almost four years. Id. at 71.

Commercial television's development during the 1948-1952 television freeze scuttled the FCC's plan to equalize facilities-based television competition by placing television solely in the UHF band. In this period the number of operating VHF television stations increased from 37 to 108. New Television Networks II at 71. By 1952 seventeen million television receivers had been sold in the United States, none of which was capable of receiving UHF signals. Id. at 74.

The history of network television from 1952 to 1964 provides some striking examples of serious competitive distortions created by the barriers to entry embodied in Commission's television allocation plan. Starting in 1952, the Commission followed a policy of using both VHF and UHF allotments to provide for a nation-wide television service. See Sixth Report and Order on Television Assignments, 41 FCC 148 (1952). It was not until 1962, however, that new television sets were required to be equipped to receive UHF stations. See Public Law 87-529, approved July 10, 1962, 76 Stat. 150. Meanwhile, in 1955, the limited availability of VHF outlets in major markets led to the demise of the nation's fourth television network, the DuMont Television Network. New Television Networks II at pp. 88-91.

By the early 1960's the shortage of competitive television allocations in major markets was also threatening the viability of the third television network, the American Broadcasting Television Network.[15] This threat to network competition was so severe that the Commission instituted the rule making in Docket No. 13340 to relax its VHF allocation standards. This allowed a third VHF station to be "moved in" to several major television markets. See e.g. New Orleans Television Corp., 23 RR 1113 (1962); Peninsula Broadcasting Corp. , 45 FCC 1662 (1964); St. Anthony Television Corp., 45 FCC 1363 (1964); and WTEV Television, Inc., 45 FCC 163 (1962).

The Television Table of Allotments' barriers to entry are not the only factors distorting the competitive structure of television broadcasting. Even when all other competitive forces are equal, competition in television broadcasting is significantly hampered by the serious

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[15]The Network Inquiry Special Staff made the following observation on the 1952 television allocation scheme of the Sixth Report and Order:

> The geographical aspects of the Commission's allocation plan virtually assured that...only two strong networks could emerge quickly. For example, a strong national network would require access to most of the top 50 markets. Under the allocation scheme of the Sixth Report only seven of the top fifty markets received 4 or more VHF assignments, 20 received 3 VHF assignments, 16 received 2 VHF assignments and 2 markets received only 1 VHF assignment. This left 5 of the top 50 markets with only UHF assignments. As a consequence of this scheme, one network could reach 45 of the top 50 markets with VHF stations and the second could reach 43, while a third network would be able to reach only 27 and a fourth network would have access to VHF stations in only 7 of the top 50 markets.

New Television Networks II at 74.

competitive disparities existing between UHF and VHF television stations. Since the Sixth Report and Order adopted a policy of concentrating VHF stations in larger communities[16], it is almost certain that the stations in overshadowed television markets are competitively disadvantaged UHF stations.

In September 1979, the UHF Comparability Task Force of the Office of Plans and Policy issued its report, "Comparability for UHF Television,"[17] detailing the competitive distinctions between UHF and VHF television broadcasting. In analyzing the UHF handicap, the staff focused on both reception and transmission characteristics of UHF television broadcasting.

The staff's analysis of UHF reception characteristics noted that UHF reception is adversely affected by the "dipole factor", i.e. the decrease in effectiveness of receive antennas as frequency increases. As a result of this phenomenon, UHF receive antennas must have higher gain than VHF receive antennas to achieve equivalent reception. UHF Comparability at 43. Unfortunately, the UHF receive antennas typically supplied with television receivers are less effective than the VHF receive antennas supplied. Id. at 46.

Another reception factor adversely affecting UHF broadcasting is the receiver noise level. Noise is the

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[16]Sixth Report and Order, 41 FCC at 168.

[17]This report is referred to hereafter as "UHF Comparability".

extraneous radio frequency energy generated by a variety of sources such as automobile ignitions, thunderstorms and electronic components. UHF Comparability at 171. It appears on the television screen as the perceived "snow" in a television image. Id. at 59. UHF receivers typically generate a significantly greater amount of noise than do VHF receivers. Some representative receiver noise figures are 12.2 dB for UHF, 7.5 dB for high band VHF and 6.2 dB for low band VHF. Id. at 60.

UHF television is not just inferior to VHF television in the area of reception. The VHF band has advantages over UHF in signal generation and propagation, as well. Variations in terrain causing "shadowing" degrade UHF signals significantly more than VHF signals. UHF Comparability at 69. Additionally, UHF signals cannot penetrate building materials as effectively as VHF signals.[18] This factor worsens the UHF handicap in areas where indoor receive antennas are common. The Commission's staff also noted that signal fading caused by atmospheric conditions can be as much as 10 dB greater for UHF signals than for VHF. Id. at 64.

The FCC's rules attempt to compensate for the inferior reception and propagation characteristics of UHF television by authorizing UHF stations to operate with a higher

[18]Experiments conducted on channels 2 and 31 in New York City found UHF signal attenuation due to absorption by building materials to be between 5 and 10 dB greater that VHF signal attenuation. UHF Comparability at p. 65.